

<b>UNITED STATES BANKRUPTCY COURT</b> <b>SOUTHERN DISTRICT OF NEW YORK</b>						<b>VOLUNTARY</b> <b>PETITION</b>	
Name of Debtor (if individual, enter Last, First, Middle): <b>Metiom, Inc.</b>				Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>Intelisys Electronic Commerce, Inc.</b>				All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):			
Soc. Sec./Tax I.D. No. (if more than one, state all): <b>13-4108471</b>				Soc. Sec./Tax I.D. No. (if more than one, state all):			
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>One Liberty Plaza</b> <b>22nd Floor</b> <b>New York, NY 10006</b>				Street Address of Joint Debtor (No. & Street, city, State & Zip Code):			
County of Residence or of the Principal Place of Business: <b>New York, New York</b>				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):			
Location of Principal Assets of Business Debtor (if different from street address above):							
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>							
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.							
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____				Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding			
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business				Filing Fee (Check one box) <input checked="" type="checkbox"/> Full filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.			
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1126(c) (Optional)							
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.						THIS SPACE IS FOR COURT USE ONLY	
Estimated Number of Creditors    1-15    16-49    50-99    100-199    200-999    1,000-over <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>							
Estimated Assets \$0 to      \$50,001 to      \$100,001 to      \$500,001 to      \$1,000,001 to      \$10,000,001 to      \$50,000,001 to      More than \$50,000      \$100,000      \$500,000      \$1,000,000      \$10 million      \$50 million      \$100 million      \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>							
Estimated Debts \$0 to      \$50,001 to      \$100,001 to      \$500,001 to      \$1,000,001 to      \$10,000,001 to      \$50,000,001 to      More than \$50,000      \$100,000      \$500,000      \$1,000,000      \$10 million      \$50 million      \$100 million      \$100 million <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>							

<b>Voluntary Petition</b> (This page must be completed and filed in every case)		Name of Debtor(s): <span style="float: right;">FORM B1, Page 2</span> <b>Métiom, Inc.</b>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years (if more than one, attach additional sheet)</b>			
Location Where Filed:		Case Number:	
		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (if more than one, attach additional sheet)</b>			
Name of Debtor:		Case Number:	
District:		Date Filed:	
		Relationship:	
		Judge:	
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  _____ Telephone Number (if not represented by attorney)  _____ Date		<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X <u>/s/ Martin P. Colburn</u> Signature of Authorized Individual  <u>Martin P. Colburn</u>  <u>Chief Operating Officer and member of the Office of the</u> <u>Chief Executive of Métiom, Inc.</u> Title of Individual Authorized by Debtor to File this Petition  <u>May 15, 2001</u> Date	
<b>Signature of Attorney</b>  X <u>/s/ Lee S. Attanasio</u> (LA-3054) Signature of Attorney for Debtor(s)  <u>May 15, 2001</u> Date		<b>Signature of Non-Attorney Petition Preparer</b>  I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  _____ Printed Name of Bankruptcy Petition Preparer  _____ Social Security Number  _____ Address  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  _____ Signature of Bankruptcy Petition Preparer  _____ Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	
<b>Exhibit A</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15d of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition			
<b>Exhibit B</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.  X _____ Signature of Attorney for Debtor(s)      Date			

## CERTIFICATE OF RESOLUTION

I, J. Chris Wagner, President and member of the Office of the Chief Executive of Mētiom, Inc., a Delaware corporation (the "Corporation"), hereby certify that at a special meeting of the Board of Directors of the Corporation duly called and held on May 14, 2001, the following resolutions were duly adopted in accordance with the requirements of the Delaware General Corporation Law and that said resolutions have not been modified or rescinded, and are still in full force and effect on the date hereof:

RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, stockholders, employees, and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code");

RESOLVED, that each of J. Chris Wagner, President and member of the Office of the Chief Executive, Martin Colburn, Chief Operating Officer and member of the Office of the Chief Executive and Lowell Freiberg, Chief Financial Officer and member of the Office of the Chief Executive, (each an "Authorized Officer" and together, the "Authorized Officers") are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Corporation to execute and verify or certify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine and in such form or forms as such officer may approve;

RESOLVED, that the firm of Sidley Austin Brown & Wood, 875 Third Avenue, New York, New York 10022, be, and hereby is, employed as attorneys for the Corporation under a general retainer in connection with the prosecution of the Corporation's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain such other legal counsel, financial advisors, accountants and other professionals, to advise the Corporation in connection with its case under chapter 11 of the Bankruptcy Code as the Authorized Officers deem necessary or appropriate;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all such other and further actions which the Authorized Officers or the Corporation's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under chapter 11, and to take and perform any and all further acts and deeds which they deem necessary, proper and desirable in connection with the chapter 11 case, with a view to the successful prosecution of such case, including, without limitation, seeking authority (i) to implement a retention program for the benefit of the Corporation's remaining employees; (ii) to transfer the Corporation's shares in Mētiom Australasia Pty Limited to Westpac Banking Corporation in accordance with the terms and conditions of that certain Mētiom Stock Purchase Agreement dated as of May 4, 2001; and (iii) to implement a procedure for, and to consummate, the sale of all or substantially all of the Corporation's remaining assets, with any assets not sold being abandoned;

RESOLVED, that each of the Authorized Officers be, and each of them is, hereby authorized on behalf of, and in the name of, the Corporation to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time as said officer executing the same shall determine;

RESOLVED, that the Authorized Officers of the Corporation be, and each of them hereby is, authorized and directed on behalf of the Corporation to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may reasonably be required to give effect to the consummation of the transactions contemplated by the foregoing Resolutions and any chapter 11 plan of reorganization, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers of the Corporation on its behalf, such actions are hereby ratified and confirmed in their entirety.

IN WITNESS WHEREOF, I have hereunto set my hand this 15<sup>th</sup> day of May, 2001.

/s/ J. Chris Wagner  
J. Chris Wagner  
President and member of the Office  
of the Chief Executive of Mëtiom, Inc.

Lee S. Attanasio (LA-3054)  
Roger G. Schwartz (RS-0721)  
SIDLEY AUSTIN BROWN & WOOD  
875 Third Avenue  
New York, New York 10022  
(212) 906-2000

-- and --

Norman N. Kinel (NK-0474)  
Ellen R. Moring (EM-3093)  
SIDLEY AUSTIN BROWN & WOOD LLP  
One World Trade Center  
New York, New York 10048  
(212) 839-5300

Attorneys for Debtor and Debtor-in-Possession

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X  
In re: : Chapter 11  
: :  
Mëtiom, Inc., : Case No. 01-\_\_\_\_\_( )  
: :  
Debtor. :  
-----X

**TWENTY LARGEST UNSECURED CREDITORS OF MËTIOM, INC.<sup>1</sup>**

	<u>Name of Creditor</u>	<u>Nature of Claim</u>	<u>Claim Classification</u>	<u>Claim Amount</u>
1.	Telstra Corporation Limited Level 6, Southbank Boulevard Southbank, Victoria 3006 Australia <u>Attn:</u> Purchase.net Services Manager Telephone: 613-9256-5813 Fax: 613-9256-5720	Trade/Litigation		\$5,450,000.00

<sup>1</sup> This list reflects amounts as of May 14, 2001 and may not reflect the actual amount owing by the Debtor as of the Petition Date. The Debtor reserves all rights to challenge the validity of amounts reflected herein or the classifications of the claims.

	<u>Name of Creditor</u>	<u>Nature of Claim</u>	<u>Claim Classification</u>	<u>Claim Amount</u>
2.	Intuit, Inc. 2550 Garcia Avenue Mountain View, California 94043 <u>Attn:</u> Ken Mudge Telephone: (650) 944-6000 Fax: (650) 944-6622	Trade/Litigation	Unliquidated Contingent Disputed	\$5,000,000.00
3.	The Chase Manhattan Bank 1221 Avenue of the Americas New York, New York 10020 <u>Attn:</u> Mr. Bruce Addison Telephone: (212) 899-7392 Fax: (212) 789-5275	Loan		\$3,500,000.00
4.	Oracle Corporation PO Box 71028 Chicago, Illinois 60694-1028 <u>Attn:</u> Ms. Jean Woods Telephone: (415) 506-7000 Fax: (916) 315-4089	Trade	Unliquidated Disputed	\$ 836,157.00
5.	Hewlett Packard Company 19111 Pruneridge Road Cupertino, CA 95014 <u>Attn:</u> Colleen Gohegan Telephone: (800) 373-2090 Fax: (589) 581-3507	Trade/ Equipment Lease		\$ 771,583.00
6.	Intira Corporation 5667 Gibraltar Drive Pleasanton, CA 94588 <u>Attn:</u> Kevin Meaney Telephone: (925) 924-8000 Fax: (925) 224-7964	Trade		\$ 567,154.00
7.	Braun Consulting, Inc. 30 West Monroe, Suite 300 Chicago, Illinois 60603 <u>Attn:</u> Stephen Miller Telephone: (312) 984-7000 Fax: (312) 984-7033	Trade	Unliquidated Disputed	\$ 526,111.00

	<u>Name of Creditor</u>	<u>Nature of Claim</u>	<u>Claim Classification</u>	<u>Claim Amount</u>
8.	First Union National Bank One First Union Center Charlotte, North Carolina 28288-0166 <u>Attn:</u> John Wheatley Telephone: (704) 383-5199 Fax: (704) 374-2393	Trade	Unliquidated Disputed	\$ 500,000.00
9.	Milbank, Tweed, Hadley & McCloy 1 Chase Manhattan Plaza New York, New York 10005- 1413 <u>Attn:</u> G. Morris Dolby Telephone: (212) 530-5000 Fax: (212) 530-5219	Trade/ Legal Services		\$ 454,885.00
10.	BEA Systems 2315 North First Street San Jose, California 95131 <u>Attn:</u> Legal Counsel Telephone: (408) 570-8249 Fax: (408) 570-8901	Trade	Unliquidated Disputed	\$ 314,925.00
11.	Immedient 12700 Park Central Drive Suite 1400 Dallas, Texas 75397-1725 <u>Attn:</u> Susan Paul, Branch Manager Telephone: (972) 687-0420 Fax: (972) 687-0421	Trade	Unliquidated Disputed	\$ 169,263.00
12.	Donald Marchon 37 Roundtree Drive Melville, New York 11747	Employment Contact	Contingent	\$ 168,269.00
13.	William Dunn 4 Groton Drive Terryville, New York 11776	Employment Contact	Unliquidated Contingent	\$ 167,152.00

	<u>Name of Creditor</u>	<u>Nature of Claim</u>	<u>Claim Classification</u>	<u>Claim Amount</u>
14.	EC Strategies Pty Ltd. PO Box 266 St. Leonards NSW 1590 Australia <u>Attn:</u> Dominique Fisher Telephone: (24) 959-3186 Fax: 02 9436 5302	Trade	Unliquidated Disputed	\$ 167,634.00
15.	Deloitte & Touche PO Box 1613 Stamford, Connecticut 06920-1613 <u>Attn:</u> Richard P. Shanley Telephone: (888) 258-4772 Fax: (212) 653-4792	Trade/ Accounting Services		\$ 163,350.00
16.	KPMG Consulting LLC O'Hare Plaza 8725 West Higgins Road Chicago, Illinois 60631 <u>Attn:</u> Edward Primosch Telephone: (312) 665-2940 Fax: (312) 665-2933	Trade		\$ 153,225.00
17.	Proquire, LLC c/o Accenture LLP 1345 Avenue of the Americas New York, NY 10105 <u>Attn:</u> John McCulla Telephone: (703) 947-2500 Fax: (804) 342-1113	Trade	Unliquidated Disputed	\$ 144,796.00
18.	TypeA Communications 280 North 8 <sup>th</sup> Street, Suite 206 Boise, Idaho 83702 <u>Attn:</u> Martin Flynn Telephone: (208) 389-9979 Fax:	Trade	Unliquidated Disputed	\$ 141,228.00
19.	Michael Collins 11537 Tralee Road Great Falls, Virginia 22066	Employment contract	Unliquidated Contingent	\$ 122,564.00



	<u>Name of Creditor</u>	<u>Nature of Claim</u>	<u>Claim Classification</u>	<u>Claim Amount</u>
20.	PGI, Inc. PO Box 62003 Baltimore, Maryland 21264-2003 <u>Attn:</u> Sheila McGuire Telephone: (212) 366-6565 Fax: (212) 366-1754	Trade	Unliquidated Disputed	\$ 111,431.00

**DECLARATION REGARDING DEBTOR'S LIST OF  
TWENTY LARGEST UNSECURED CREDITORS**

I declare under penalty of perjury that the foregoing List of Twenty Largest Unsecured Creditors of Mētiom, Inc. is, to the best of my knowledge, belief and understanding, true and correct.

/s/ Martin P. Colburn  
Martin P. Colburn  
Chief Operating Officer and Member of the  
Office of the Chief Executive  
Mētiom, Inc.

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, Martin P. Colburn, Chief Operating Officer and member of the Office of the Chief Executive of Mētiom, Inc., a Delaware corporation (the "Corporation") named as debtor in this case, declare under penalty of perjury that I have read the foregoing Voluntary Petition and Related Documents, and that it is true and correct to the best of my information and belief.

Date May 15, 2001

/s/ Martin P. Colburn  
Martin P. Colburn  
Chief Operating Officer and member of  
the Office of the Chief Executive of  
Mētiom, Inc.